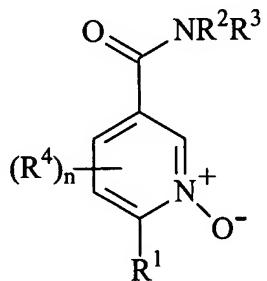


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

1. (Currently Amended) A compound having the structure (I):



(I)

and optical isomers, diastereomers, enantiomers and pharmaceutically acceptable salts thereof, wherein

R<sup>1</sup> is selected from halogen, substituted or unsubstituted alkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocycle aliphatic ring, substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino, hydroxy, hydrocarbyloxy, hydrocarbylthio or R<sup>5</sup>-SO<sub>2</sub>-, where R<sup>5</sup> is selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocycle aliphatic ring, substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino, or hydroxy; R<sup>5</sup>-and R<sup>5</sup>-(C<sub>1</sub>-C<sub>6</sub>heteroalkylene)- where R<sup>5</sup> is selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted

~~or unsubstituted carbocyclic aliphatic ring and substituted or unsubstituted heterocyclic aliphatic ring, substituted or unsubstituted amino or hydroxy;~~

$R^2$  is hydrogen;

$R^3$  is substituted or unsubstituted aryl or substituted or unsubstituted aryl(alkylene);

$R^4$  is selected from halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocyclic aliphatic ring, substituted or unsubstituted heterocyclic aliphatic ring, substituted or unsubstituted amino, or hydroxy; and each occurrence of  $R^4$  is independently selected from halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocyclic aliphatic ring and substituted or unsubstituted heterocyclic aliphatic ring, substituted or unsubstituted amino or hydroxy; and

$n$  is 0 or 1;  $n$  is 0, 1, 2 or 3;

~~provided, however, that when  $R^3$  is phenyl,  $R^4$  can not be halogen at the 4-position of the pyridine ring, and that when  $n$  is 0, and  $R^3$  is phenyl or phenyl substituted by methoxycarbonyl,  $R^4$  can not be selected from  $R^5$  where  $R^5$  is hydrogen.~~

provided, however, that when  $R^3$  is phenyl,  $R^4$  can not be halogen at the 4-position of the pyridine ring.

2. - 4. (Cancelled)

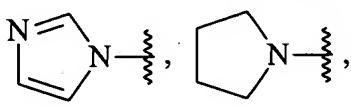
5. (Currently Amended) ~~A~~ The compound of claim 4 ~~claim 1~~ wherein  $R^1$  is  $R^5\text{-SO}_2\text{-}$  and  $R^5$  is selected from alkyl, heteroalkyl, aryl, carbocycle, aryl(alkylene), and carbocycle(alkylene).

6. (Currently Amended) ~~A~~ The compound of claim 5 wherein, for  $R^5$ , alkyl is  $C_1\text{-}C_{10}$ alkyl; heteroalkyl is  $C_1\text{-}C_{10}$ alkyl with 1, 2 or 3 heteroatoms selected from N, O and S;

aryl is phenyl, substituted phenyl, naphthyl or substituted naphthyl; carbocycle is C<sub>3</sub>-C<sub>8</sub>carbocycle; and alkylene is C<sub>1</sub>-C<sub>10</sub>alkylene.

7. (Currently Amended) A The compound of claim 5 wherein R<sup>1</sup> is selected from (C<sub>1</sub>-C<sub>6</sub>alkyl)SO<sub>2</sub>-, PhSO<sub>2</sub>-, fluorinatedphenylSO<sub>2</sub>-, PhCH<sub>2</sub>SO<sub>2</sub>-, cyclopentylSO<sub>2</sub>-, m-carboxyphenylSO<sub>2</sub>-, m-methylphenylSO<sub>2</sub>-, and HOOC-(C<sub>1</sub>-C<sub>4</sub>alkylene)SO<sub>2</sub>-.

8. (Currently Amended) A The compound of claim 1 wherein R<sup>1</sup> is selected from halogen, amino, hydrocarbylamino, dihydrocarbylamino, hydrocarbyloxy, hydrocarbylthio, heterocyclyl, (heteroalkyl)amino, and (heteroaryl)amino.

9. (Currently Amended) A The compound of claim 7 wherein R<sup>1</sup> is selected from amino, (C<sub>1</sub>-C<sub>6</sub>alkyl)(C<sub>1</sub>-C<sub>6</sub>alkyl)amino, PhNH-, PhCH<sub>2</sub>NH-,  and HOCH<sub>2</sub>CH<sub>2</sub>NH-.

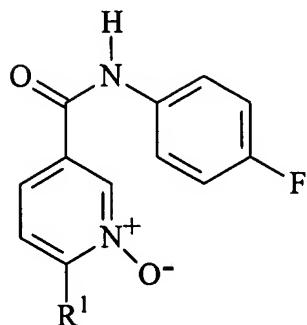
10. (Currently Amended) A The compound of claim 8 wherein R<sup>1</sup> is selected from halide halogen and (C<sub>1</sub>-C<sub>6</sub>alkyl)S-.

11. (Currently Amended) A The compound of claim 10 wherein R<sup>1</sup> is chloride.

12. (Cancelled)

13. (Currently Amended) A The compound of claim 4 claim 1 wherein R<sup>3</sup> is aryl.

14. (Currently Amended) A The compound of claim 1 having the structure (II)



(II).

15. (Currently Amended) A The compound of claim 14 wherein R<sup>1</sup> is selected from (C<sub>1</sub>-C<sub>6</sub>alkyl)SO<sub>2</sub>-, (C<sub>1</sub>-C<sub>6</sub>alkyl)SO<sub>2</sub>-, PhSO<sub>2</sub>-, fluorinatedphenylSO<sub>2</sub>-, PhCH<sub>2</sub>SO<sub>2</sub>-, cyclopentylSO<sub>2</sub>-, m-carboxyphenylSO<sub>2</sub>-, m-methylphenylSO<sub>2</sub>-, and HOOC-(C<sub>1</sub>-C<sub>4</sub>alkylene)SO<sub>2</sub>-.

16. (Currently Amended) A The compound of claim 4 claim 1 wherein R<sup>3</sup> is benzyl or phenyl, the benzyl or phenyl having 0, 1, 2, 3 or 4 substituents selected from alkoxy, alkoxycarbonyl, alkyl, alkylamido, alkylcarbonyl, amido, benzyl optionally substituted with halogen, benzyloxy, carboxy, cyano, dialkylamido, haloalkyl, haloalkyloxy, halogen, hydroxy, nitro, oxoalkyl, phenyl optionally substituted with halogen, thioalkyl, thiocyanate, and thiohaloalkyl.

17. (Cancelled)

18. (Currently Amended) A compound of claim 1 wherein said compound is 6-Chloro-N-(4-fluorophenyl)-1-oxy-nicotinamide that is 6-chloro-N-(4-fluorophenyl)-1-oxynicotinamide.

19. (Currently Amended) A compound of claim 1 wherein said compound is ~~N-(4-Fluoro-phenyl)-6-(2-hydroxyethylamino)-1-oxy-nicotinamide~~ that is N-(4-fluorophenyl)-6-(2-hydroxyethylamino)-1-oxynicotinamide.

20. (Currently Amended) A compound of claim 1 wherein said compound is ~~6-Bromo-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 6-bromo-N-(4-fluorophenyl)-1-oxynicotinamide.

21. (Currently Amended) A compound of claim 1 wherein said compound is ~~5,6-Dichloro-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 5,6-dichloro-N-(4-fluorophenyl)-1-oxynicotinamide.

22. (Currently Amended) A compound of claim 1 wherein said compound is ~~6-Ethanesulfonyl-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 6-ethanesulfonyl-N-(4-fluorophenyl)-1-oxynicotinamide.

23. (Currently Amended) A compound of claim 1 wherein said compound is ~~N-(4-Fluoro-phenyl)-1-oxy-6-(propane-2-sulfonyl)-nicotinamide~~ that is N-(4-fluorophenyl)-1-oxy-6-(propane-2-sulfonyl) nicotinamide.

24. (Currently Amended) A compound of claim 1 wherein said compound is ~~N-(4-Fluoro-phenyl)-6-methanesulfonyl-1-oxy-nicotinamide~~ that is N-(4-fluorophenyl)-6-methanesulfonyl-1-oxynicotinamide.

25. (Currently Amended) A compound of claim 1 wherein said compound is ~~6-Benzene sulfonyl-N-(4-fluoro-phenyl)-1-oxy-nicotinamide~~ that is 6-benzenesulfonyl-N-(4-fluorophenyl)-1-oxynicotinamide.

26. (Currently Amended) A compound of claim 1 wherein said compound is N-(4-Fluoro-phenyl)-1-oxy-6-phenylimethanesulfonyl-nicotinamide that is N-(4-fluorophenyl)-1-oxy-6-phenylimethanesulfonylnicotinamide.

27. (Currently Amended) A compound of claim 1 wherein said compound is 6-Chloro-N-(3-chloro-4-fluoro-phenyl)-1-oxy-nicotinamide that is 6-chloro-N-(3-chloro-4-fluorophenyl)-1-oxynicotinamide.

28. (Currently Amended) A compound of claim 1 wherein said compound is 6-Chloro-N-(4-iodo-phenyl)-1-oxy-nicotinamide that is 6-chloro-N-(4-iodophenyl)-1-oxynicotinamide.

29. (Currently Amended) A The compound of claim 1 wherein R<sup>1</sup> is selected from halogen, heteroalkyl hydrocarbyloxy, hydrocarbylthio, R<sup>5</sup>-SO<sub>2</sub>- or substituted or unsubstituted amino, R<sup>2</sup> is H, R<sup>3</sup> is aryl and n is 0, R<sup>4</sup> is H.

30. (Previously Presented) A composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier, adjuvant or excipient.

31.-44. (Cancelled)